



The Atchison, Topeka and Santa Fe Railway Company

80 East Jackson Boulevard
Chicago, Illinois 60604

14220-B
Filed 1425

APR 30 1986 - 11 40 AM April 28, 1986

INTERSTATE COMMERCE COMMISSION No. **6-120A060**
Date 4-30-86
Fee \$ 10.00
ICC Washington, D.C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series 3, Supplement No. 2,
dated April 1, 1986

Dear Secretary:

Enclosed herewith please find an original and one counterpart of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 2, dated as of April 1, 1986, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of November 1, 1983.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 14220.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series 3, is described on Exhibit 1.

For the convenience of the parties, I have enclosed five (5) additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

Interstate Commerce Commission
April 28, 1986
Page 2

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gus Svolos / lbm".

Gus Svolos
Vice President-Law

JQG/LBM/lgd

Enclosures

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

Quantity	Type/Manufacturer	Remanufacturing Cost	
		Per Unit	Total
1	Locomotive Electric Power Unit ("Slug"), Original GMC (EMD) Model GP-9; ATSF, Remanufacturer; No. 105 . . .	\$109,233.00	\$ 109,233
28	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2702, 2707, 2709, 2711, 2714, 2715, 2719, 2720, 2722, 2726, 2729, 2735, 2737, 2738, 2739, 2740, 2751, 2755, 2756, 2765, 2769, 2771, 2772, 2775, 2778, 2779, 2781 and 2782	\$348,224.11	\$ 9,750,275
2	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2897 and 2934	\$303,726.50	\$ 607,453
30	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2807, 2819, 2830, 2831, 2834, 2836, 2838, 2841, 2843, 2849, 2852, 2854, 2856, 2857, 2862, 2873, 2875, 2876, 2880, 2888, 2890, 2892, 2906, 2913, 2916, 2920, 2928, 2935, 2943 and 2944 . .	\$340,123.27	\$10,203,698
2	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF, Remanufacturer; Nos. 3512 and 3532	\$291,677.50	\$ 583,355
2	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5343 and 5347	\$347,157.50	\$ 694,315

(Revised 4/86)

Quantity	Type/Manufacturer	Remanufacturing Cost	
		Per Unit	Total
31	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5348 to 5376, both inclusive, Nos. 5501 and 5502	\$409,793.39	\$12,703,595
29	3600 HP Diesel Electric Locomotives SDF-45 (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5966, 5977, 5986, 5989, 5950, 5951, 5952, 5954, 5957, 5958, 5960, 5961, 5962, 5964, 5967, 5968, 5969, 5971, 5973, 5974, 5978, 5979, 5980, 5982, 5983, 5984, 5985, 5987 and 5988	\$444,322.69	\$12,885,358
3	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9537, 9538 and 9539	\$523,178.00*	\$ 1,569,534*
4	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9540, 9541, 9560 and 9561	\$535,353.00*	\$ 2,141,412*
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7209, 7210, 7211, 7212, 7213 and 7234	\$604,000.00*	<u>\$ 3,624,000*</u>
138	Total		<u>\$54,872,228</u>

*Estimated Remanufacturing Cost

(Revised 4/86)

Interstate Commerce Commission
Washington, D.C. 20423

4/30/86

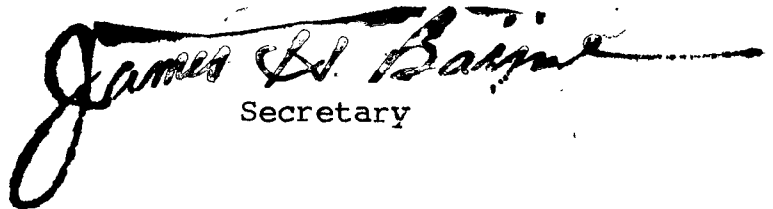
OFFICE OF THE SECRETARY

Gus Svolos
Vice President-Law
The Atchison, Topeka & Santa Fe Railway Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/86 at 11:40am and assigned re-
recording number(s). 14220-B, 14418-C & 14711-C

Sincerely yours,


Secretary

Enclosure(s)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES 3

14220-B
Filed 1425
APR 30 1986 11 41 AM
SECURITIES AND EXCHANGE COMMISSION

SUPPLEMENT NO. 2, dated as of April 1, 1986, to the Equipment Trust Agreement, dated as of November 1, 1983 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 3, is created.

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee;

WHEREAS, Sections 4.1, 4.4(a) and 5.2 of the Agreement provide for the acquisition of such additional equipment upon the terms therein set forth; and

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 5.2 of the Agreement, the Company shall cause the following items of remanufactured standard gauge diesel electric locomotives (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
3	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9537, 9538 and 9539	\$523,178	\$1,569,534
4	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9540, 9541, 9560 and 9561	\$535,353	\$2,141,412
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7209, 7210, 7211, 7212, 7213 and 7234	\$604,000	\$3,624,000
13	TOTAL ADDITIONAL EQUIPMENT		<u>\$7,334,946</u>

2. In accordance with Sections 4.1, 4.4(a) and 5.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A, reflecting the additional equipment to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Sections 5.6 and 7.4 of the Agreement, the Company shall cause this Supplement to be filed in the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused the Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By 
Executive Vice President

ATTEST:


Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

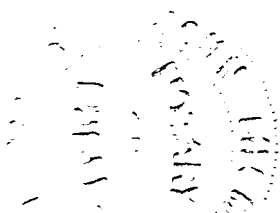
By 
Vice President

ATTEST:


Assistant Secretary

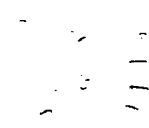
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21ST day of April, 1986 before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


John Thomas
Notary Public

(Notarial Seal)
My Commission Expires Feb. 3, 1988
My Commission Expires

On this 25th day of April, 1986 before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of HARRIS TRUST AND SAVINGS BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


J. Muquiz
Notary Public
J. MUZQUIZ

(Notarial Seal)
My Commission Expires JULY 12, 1989

EQUIPMENT TRUST, SERIES 3

SCHEDULE A

Quantity	Type/Manufacturer	Remanufacturing Cost	
		Per Unit	Total
1	Locomotive Electric Power Unit ("Slug"), Original GMC (EMD) Model GP-9; ATSF, Remanufacturer; No. 105 . . .	\$109,233.00	\$ 109,233
28	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-30; ATSF, Remanufacturer; Nos. 2702, 2707, 2709, 2711, 2714, 2715, 2719, 2720, 2722, 2726, 2729, 2735, 2737, 2738, 2739, 2740, 2751, 2755, 2756, 2765, 2769, 2771, 2772, 2775, 2778, 2779, 2781 and 2782	\$348,224.11	\$ 9,750,275
2	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2897 and 2934	\$303,726.50	\$ 607,453
30	2500 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2807, 2819, 2830, 2831, 2834, 2836, 2838, 2841, 2843, 2849, 2852, 2854, 2856, 2857, 2862, 2873, 2875, 2876, 2880, 2888, 2890, 2892, 2906, 2913, 2916, 2920, 2928, 2935, 2943 and 2944 . .	\$340,123.27	\$10,203,698
2	2000 HP Diesel Electric Locomotives, Original GMC (EMD) Model GP-38; ATSF, Remanufacturer; Nos. 3512 and 3532	\$291,677.50	\$ 583,355
2	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5343 and 5347	\$347,157.50	\$ 694,315

<u>Quantity</u>	<u>Type/Manufacturer</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
31	3600 HP Diesel Electric Locomotives (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5348 to 5376, both inclusive, Nos. 5501 and 5502	\$409,793.39	\$12,703,595
29	3600 HP Diesel Electric Locomotives SDF-45 (20 cylinders), Original GMC (EMD) Model SD-45; ATSF, Remanufacturer; Nos. 5966, 5977, 5986, 5989, 5950, 5951, 5952, 5954, 5957, 5958, 5960, 5961, 5962, 5964, 5967, 5968, 5969, 5971, 5973, 5974, 5978, 5979, 5980, 5982, 5983, 5984, 5985, 5987 and 5988	\$444,322.69	\$12,885,358
3	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9537, 9538 and 9539	\$523,178.00*	\$ 1,569,534*
4	3600 HP Diesel Electric Locomotives, Original General Electric Model U36-C; ATSF, Remanufacturer; Nos. 9540, 9541, 9560 and 9561	\$535,353.00*	\$ 2,141,412*
6	3600 HP Diesel Electric Locomotives, Original GMC (EMD) Model SD45-2; ATSF, Remanufacturer; Nos. 7209, 7210, 7211, 7212, 7213 and 7234	\$604,000.00*	<u>\$ 3,624,000*</u>
138	Total		<u>\$54,872,228</u>

*Estimated Remanufacturing Cost

(Revised 4/86)